

Kyle C. Bisceglie
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UNITED STATES DISTRICT COURT
DISTRICT OF NEW JERSEY

MARSHALL C. PHELPS AND RICHARD T.
GERSTNER,

Plaintiffs,

-against-

D&S CONSULTANTS, INC. AND STEVEN
A. DE CHIARO,

Defendants/Third-Party Plaintiffs,

-against-

JOSE UCLES,

Third-Party Defendant.

CIVIL ACTION NO.
09-CV-6386 (FLW/DEA)

CONSENT ORDER OF
DISMISSAL

RECEIVED
DEC 21 2010
AT 8:30
WILLIAM T. WALSH
CLERK

WHEREAS Plaintiffs, Marshall C. Phelps and Richard T. Gerstner and Defendants, D&S Consultants, Inc. and Steven A. De Chiaro, have settled the claims and counterclaims, only, asserted by and between the Plaintiffs and Defendants and have entered into a Settlement Agreement by and among D&S Consultants, Inc., Steven A. De Chiaro, Marshall C. Phelps, and Richard T. Gerstner (the "Settlement Agreement");

IT IS HEREBY STIPULATED AND AGREED, by and among the undersigned counsel, that all claims and counterclaims asserted in this action between and among Plaintiffs and

Defendants, only, be and the same are hereby dismissed with prejudice pursuant to Rule 41(a)(1)(A)(ii) of the Federal Rules of Civil Procedure, and with reference to Local Civil Rule 41.1(b) of the Local Civil Rules of this Court, with each party to bear its own fees and costs in connection with this proceeding; and

IT IS FURTHER STIPULATED AND AGREED that the Court shall retain jurisdiction for the purposes of enforcing the Settlement Agreement and the Settlement Transaction Documents (as that term is defined in the Settlement Agreement); and

IT IS FURTHER STIPULATED AND AGREED that this Consent Order of Dismissal shall not affect the third-party claims and third-party counterclaims by and among Third-Party Plaintiffs, D&S Consultants, Inc., and Steven A. De Chiaro and Third-Party Defendant, Jose Ucles.

Dated: December __, 2010
New York, New York

OLSHAN GRUNDMAN FROME
ROSENZWEIG & WOLOSKY LLP

By: _____

Kyle C. Bisceglie
Ellen V. Holloman (*Pro Hac*
Admitted)
Safia Anand, Esq.
Attorneys for Plaintiffs
744 Broad Street
Newark, New Jersey 07102
(973) 331-7200

Dated: December __, 2010
Lawrenceville, New Jersey

FOX ROTHSCHILD LLP

By: _____

R. James Kravitz, Esq.
Abbey True Harris, Esq.
*Attorneys for Defendant/
Third Party Plaintiff*
D&S Consultants, Inc.
Princeton Pike Corporate Center
997 Lenox Drive, Building 3
Lawrenceville, New Jersey 08648-
2311
(609) 896-3600

Dated: December 16, 2010
Newark, New Jersey

McCARTER & ENGLISH LLP

By: _____

Robert Mintz, Esq.
Mary Gabriel, Esq.
*Attorneys for Defendant/
Third-Party Plaintiff*
Steven A. De Chiaro
Four Gateway Center
100 Mulberry Street
Newark, NJ 07102
(973) 622-4444

SO ORDERED:


HON. FRED A. WOLFSON, U.S.D.J.

12/21/10

All pending motions are dismissed
as moot.

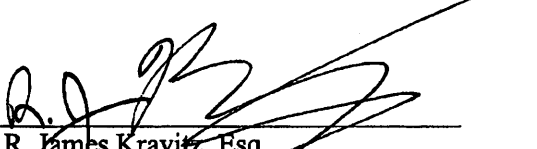
Dated: December __, 2010
New York, New York

OLSHAN GRUNDMAN FROME
ROSENZWEIG & WOLOSKY LLP

By: _____
Kyle C. Bisceglie
Ellen V. Holloman (*Pro Hac
Admitted*)
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Dated: December __, 2010
Lawrenceville, New Jersey

FOX ROTHSCHILD LLP

By:  _____
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Third Party Plaintiff*
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Lawrenceville, New Jersey 08648-
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(609) 896-3600

Dated: December __, 2010
Newark, New Jersey

McCARTER & ENGLISH LLP

By: _____
Robert Mintz, Esq.
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Steven A. De Chiaro
Four Gateway Center
100 Mulberry Street
Newark, NJ 07102
(973) 622-4444

SO ORDERED:

HON. FREDA L. WOLFSON, U.S.D.J.

Dated: December 10, 2010
New York, New York

OLSHAN GRUNDMAN FROME
ROSENZWEIG & WOLOSKY LLP

By: _____

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Ellen W. Holloman (*Pro Hac
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Dated: December __, 2010
Lawrenceville, New Jersey

FOX ROTHSCHILD LLP

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Dated: December __, 2010
Newark, New Jersey

McCARTER & ENGLISH LLP

By: _____

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Mary Gabriel, Esq.
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Newark, NJ 07102
(973) 622-4444

SO ORDERED:

HON. FRED A. L. WOLFSON, U.S.D.J.